

BY-LAWS

GREATER UTICA CHAMBER OF COMMERCE, INC.

Article I – Name, Location, and Purpose

Section 1. NAME - The name of this organization shall be the Greater Utica Chamber of Commerce, Inc. (hereinafter referred to as the “Chamber”).

Section 2. PRINCIPAL OFFICE – The principal office for the transaction of the activities, affairs, and business of the Chamber (the “Principal Office”) shall be at a location determined by a vote of the Board of Directors. The Board of Directors may change the Principal Office.

Section 3. PURPOSE/MISSION – The Chamber is organized to establish and maintain a climate that encourages and assists businesses to locate, grow, and prosper in the Greater Utica region by establishing and maintaining effective cooperative relationships with all organizations that affect the area’s business climate.

Section 4. LIMITATION OF METHODS – The Chamber shall conduct its affairs so as to comply with all local, state, and federal laws which apply to non-profit organizations as defined in Section 501(c)(6) of the Internal Revenue Code, as the same may be amended from time to time.

Article II – Membership

Section 1. ADMISSION OF MEMBERS

- A. Any reputable person or entity, including but not limited to companies, associations, corporations, labor unions, joint ventures, partnerships, estates, governments, governmental agencies, and government officials, may hold membership in the Chamber.
- B. Applicants for membership shall make written application to the Chamber’s Executive Director; such applications shall be regarded as a representation on the part of the applicant of his, her, or its interest in, and sympathy with, the purposes of the Chamber, and his, her, or its willingness to adhere to the Chamber’s by-laws, rules, and regulations.
- C. The application shall be submitted to the Executive Director when made; the Executive Director shall review all applications and approve those applicants who are reputable. The Executive Director shall, at the next regular meeting of the Board after an application’s submission, report on the disposition of those applications.

- D. Each active member who is not a natural person shall, and active members who are natural persons may, designate as its or their voting representative one natural person (the "Voting Representative"). The Voting Representative so designated shall be entitled to cast that member's vote and to exercise all other rights to which that member is entitled. Members may also select other representatives for other purposes including but not limited to serving as officers and/or directors.
- E. Distinction in public affairs or community service shall make honorary membership possible. Honorary membership shall include all privileges of active membership except that of holding office and voting. Honorary members shall not be required to pay dues. Election to honorary membership shall require an affirmative vote of the Board. An honorary membership may be revoked by Board action at any time for any or no reason.

Section 2. RESIGNATION, TERMINATION, AND SUSPENSION OF MEMBERSHIP

- A. Any member may resign from the Chamber upon written request to the Board.
- B. The Executive Director shall expel any member for non-payment of dues after ninety (90) days from the due date.
- C. The Board may suspend or expel any member by a two-thirds vote of the Board at a regularly scheduled meeting thereof for conduct unbecoming a member or prejudicial to the aims or repute of the Chamber, provided, however, that the Board follows the procedures detailed within Article II, Section 2, paragraph D.
- D. If grounds appear to exist for expulsion or suspension of a member, the Board shall comply with the procedures set forth below:
 - i. The member shall be given ten (10) days prior written notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be sent by first class or registered mail to the member's last address as shown on the Chamber's records.
 - ii. The Board shall give the member an opportunity to respond in writing, at least five (5) days before the meeting at which the Board votes to expel or suspend the member. The response will then be shared in confidence with the Board in Executive Session at the time of review.
 - iii. The Board shall decide whether the member should be expelled or suspended.

- iv. Any action challenging an expulsion or suspension of membership must be commenced within 90 days after the date of the expulsion or suspension.
- E. The death, resignation, dissolution, or expulsion of a member shall terminate his, her, or its membership. The termination of a membership shall work a forfeiture of all interest of the member in and to the property of the Chamber, and the member shall thereafter have no right thereto of any part thereof.
- F. The disassociation of a representative from a member shall not terminate the member's membership.

Section 3. DUES – Annual dues for active members of the Chamber shall be provided in the schedule of dues adopted from time to time by the Board. The dues shall be paid annually on an anniversary date schedule, based on the date first joined. Dues shall be delinquent if not paid within sixty (60) days of the date due.

Section 4. VOTING – In any election or on any question presented at any regular or special meeting of the membership, each active member in good standing shall be entitled to one vote. Such vote may take place in person or by submission of a properly executed proxy. Honorary members are not entitled to vote.

Article III – Member Meetings

Section 1. ANNUAL MEETING – The annual meeting of the membership of the Chamber shall be held within 120 days after the end of the Chamber's fiscal year on a date and at a time and place to be approved by the Chair.

Section 2. SPECIAL MEETINGS

Special meetings of membership may be held:

- A. Upon resolution adopted by an affirmative vote of two-thirds (2/3) of the entire Board, which resolution shall set the date, time and place for the meeting, and the matters to be considered at such special meeting; or
- B. By written request of not less than ten percent (10%) of the Chamber's members stating matters to be considered at such a meeting. Upon such written request, the Board shall fix a reasonable date, time, and place for the meeting and announce to the membership the matters to be considered.

Section 3. NOTICE OF MEETINGS – Notice of both annual and special meetings shall be given to each member by either US mail to the member's last known post office address or email to the member's last known email address, at least ten (10) days prior to the meeting.

Section 4. QUORUM – A quorum at any annual or special membership meeting shall consist of ten percent (10%) of the Chambers’ members in good standing.

Section 5. VOTING PROCEDURE

- A. Voting at any annual or special meeting shall be by voice vote, unless written demand for a secret ballot executed by not less than twenty-five (25) members of the Chamber is presented to the Chair prior to the question being put to the membership.
- B. The majority of the members present at a validly held annual or special meeting shall prevail on votes of the membership, except as otherwise provided in these by-laws.
- C. Members unable to attend the annual meeting or any special meeting may cast a vote via a properly authorized proxy provided that such proxy is received at the Chamber office no later than three (3) hours prior to the start of the meeting.

Article IV – Board of Directors

Section 1. EXERCISE OF CORPORATE POWERS – All corporate powers shall be exercised by, and the business affairs of the Chamber shall be managed under, the authority and direction of the Board. Only Directors and the Chair of the Small Business Council shall be eligible to vote at directors meetings.

Section 2. NUMBER AND TERM

- A. The Board of Directors shall consist of:
 - i. Twenty-four (24) elected members or Representatives who serve three year terms, as hereinafter provided;
 - ii. The Chair of the Small Business Council for the term of his or her office;
 - iii. As ex-officio non-voting members of the Board, every former Chair of the Chamber.
- B. No member of the elected Board who has served two consecutive terms, other than the Chair or First Vice Chair, shall be eligible for re-election until after the lapse of one year from his or her term as a Director.

Section 3. CLASSIFICATION OF DIRECTORS – The twenty-four (24) elected Directors shall be classified with respect to the time for which they severally hold office by dividing them into three (3) classes of eight (8) Directors each. Thereafter, eight (8) Directors, each with a principal residence or place of business within the Mohawk Valley, shall be elected on or before

November 1 of each year by ballot of the members of the Chamber to serve a three-year term beginning January 1 of the year following their election.

Section 4. ELECTION OF DIRECTORS

- A. On or before September 1 of each year, the Nominating Committee shall select eight (8) candidates for election as Directors. Additionally, any twenty-five (25) members may make independent nominations for Directors by presenting the same in writing to the Executive Director before October 1 of each year.
- B. The Executive Director shall mail to the member's last known post office address or email to the member's last known email address, to each member or that member's Representative a written ballot containing the names in alphabetical order of the eight (8) or more nominees after October 1 and prior to October 10 of each year.
- C. All ballots must be returned to the Chamber's office no later than the close of business on November 1.
- D. Each member may vote for one nominee for each vacancy to be filled.
- E. The eight (8) nominees with the highest vote counts will be declared elected; should a tie occur the Nominating Committee shall vote and certify the person or persons who receive a majority of votes as elected; the elected Directors' terms of office shall commence on January 1 following their election.
- F. The Nominating Committee shall act as tellers counting the ballots returned to the Chamber's office and shall report to the Chair of the Board the eight (8) elected directors for presentation at the November meeting of the Board. All ballots and the tally shall be maintained for a period of thirty (30) days following the ballots' counting and shall be open to inspection by any member of the Chamber at reasonable times.
- G. No member or Representative who is a subsidiary, parent, or other entity commonly controlled or managed by a member currently represented on the Board may be elected, re-elected, or appointed to the Board.

Section 5. RESIGNATION AND REMOVAL OF DIRECTORS

- A. Any Director may be removed with or without cause by affirmative vote of two-thirds (2/3) of the entire Board. Any Director missing three consecutive or four (4) total regular meetings within a calendar year of the Board automatically vacates his/her position.
- B. Any Director may resign effective immediately, or at a later time specified by the Director, by notification to the Chair, the Executive Director, or the Board. If the

resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

Section 6. VACANCIES – Vacancies among the Directors shall be filled by the Board, with the appointed Director(s) serving the balance of the term of the vacancy and having the full authority vested in all elected Directors.

Section 7. DIRECTOR DISASSOCIATION – The disassociation by a Director from a member shall result in that Director’s automatic resignation as a Director and the directorship being declared vacant. Notwithstanding the disassociation, that Director shall be eligible to be reappointed so long as he or she meets all of the requirements of a Director.

Article V – Directors Meetings

Section 1. REGULAR MEETINGS – Regular meetings of the Board shall be held monthly on a date and at a time and place determined by the Chair. Written notice of any change in the time and place of each meeting shall be provided to each member of the Board, to their last known post office address or emailed to their last known email address, at least five (5) days prior to the meeting.

Section 2. SPECIAL MEETINGS – Special meetings of the Board may be called at any time by the Chair or at the request of any thirteen (13) Directors. Written notice of the time, place, and exact purpose of each special meeting shall be provided to each member of the Board mailed to their last known post office address or emailed to their last known email address at least five (5) days prior to the meeting; each Director shall notify the Chair of his or her ability to attend the special meeting within twenty-four (24) hours of receiving notice of such a meeting. The action at such special meetings shall be limited to those matters described in the notice.

Section 3. QUORUM – Thirteen (13) voting Directors shall constitute a quorum. The majority of such a quorum shall prevail on votes of the Board, unless otherwise specified in these by-laws.

Section 4. VOTING – Voting at any regular or special meeting of the Board shall be by voice vote unless a majority of the Directors present request a secret ballot prior to a vote on the question.

Article VI – Officers

Section 1. OFFICER POSITIONS – The Officers of the Chamber shall consist of a Chair of the Board, a First Vice Chair, a Second Vice Chair, a Treasurer, an Assistant Treasurer, a Secretary and/or such other Officers as the Board may provide from time to time.

Section 2. OFFICER POWERS AND DUTIES – The Officers of the Chamber shall have the following powers and duties:

- A. Chair: The Chair shall preside at meetings of the membership and the Board, and perform all duties incident to his or her office. The Chair shall appoint all committees and shall be an ex-officio member of all committees. The Chair shall recommend to the membership and the Board such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Chamber. The Chair shall be the conduit for board policies, concerns and other queries to the Executive Director.
- B. First Vice Chair: The First Vice Chair shall perform all of the acts and duties pertaining to the office of Chair in the absence or disability of the Chair. He or she shall have such duties and responsibilities as may be delegated by the Chair or Board of Directors.
- C. Second Vice Chair: The Second Vice Chair shall perform all of the acts and duties pertaining to the office of Chair in the absence or disability of the Chair and First Vice Chair. He or she shall have such duties and responsibilities as may be delegated by the Chair, First Vice Chair, or Board of Directors.
- D. Council Chair: Each Council Chair shall be appointed by the Chair within thirty days of the Chair's taking office. Each Council Chair shall be designated by the Chair as the head of one of the councils of the Chamber, and shall be responsible for the various activities and projects carried out by such council as part of the Chamber's program.
- E. Secretary: The Secretary of the Chamber shall conduct official correspondence, preserve all books, documents, communications, and archives, maintain a complete and accurate report of all proceedings of the Chamber, its Board, and all its communications, and perform such other duties as are usual for such officials.
- F. Treasurer: The Treasurer shall pay only such monies as are authorized by the Board, have charge of all banking arrangements, and shall deposit all funds in the name of the Chamber in a bank or banks approved by the Board. The Treasurer shall render monthly statements of accounts to the Board, submitting a report at the next regular meeting succeeding the first of the month. The Treasurer shall prepare a financial statement of the condition of the Chamber and present the same at the annual membership meeting. The Treasurer shall give such bonds for the faithful custody and application of the funds of the corporation and for the proper performance of his or her duties as may be determined by the Board of Directors.
- G. Assistant Treasurer: The Assistant Treasurer shall perform all of the acts and duties pertaining to the office of Treasurer in the absence or disability of the Treasurer. The Assistant Treasurer shall have such other duties and responsibilities as may be delegated by the Treasurer or the Board.

Section 3. OFFICER ELECTIONS

- A. All nominees for Officer positions must be Directors for the fiscal year in which they will serve.
- B. The Nominating Committee shall present to the Board at the Board's November meeting a slate of nominees for the Officer positions, to include a Chair, First Vice Chair, Second Vice Chair, Secretary, Treasurer, and Assistant Treasurer. In addition to the nominees presented by the Nominating Committee, nominees will be accepted from the floor at the November meeting.
- C. The Board at its December meeting will elect the Officers; the Directors present will vote by secret ballot should there be a contest; the Officers shall serve for one (1) year terms, with their terms of office commencing on January 1 following said Officer's election.
- D. For purposes of continuity, every elected Officer shall hold over until his or her successor shall have been elected.

Section 4. RESIGNATION AND REMOVAL OF OFFICERS

- A. Any Officer may be removed from office with or without cause, by affirmative vote of two-thirds (2/3) of the entire Board.
- B. Any Officer may resign effective immediately, or at a later time specified by the Officer, by notification to the Chair, the Executive Director, or the Board. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

Section 5. VACANCIES – Vacancies among the Officers shall be filled by the Board, with the appointed Officer(s) serving the balance of the term of the vacancy and having the full authority vested in all Officers.

Article VII – Committees and Standing Councils

Section 1. EXECUTIVE COMMITTEE

- A. All Officers of the Chamber and Council Chairs of the Standing Councils as defined in Section 3(A) of this section shall constitute the Executive Committee of the Board for the fiscal year of their terms.
- B. The Executive Committee may take action by either majority vote of a valid quorum of the Executive Committee or unanimous written consent of the Executive Committee, unless otherwise specified in these bylaws.

- C. The Executive Committee shall have the authority to exercise all the powers of the Board at any time when the Board is not in session.
- D. All Executive Committee actions that exercise the Board's powers shall constitute valid and binding acts of the Board. The Executive Committee shall present its minutes or correspondence relating to such actions to the Board for review and consideration at the next regularly scheduled Board meeting.
- E. Fifty-one percent (51%) of the members of the Executive Committee shall constitute a quorum.
- F. The Executive Committee shall hold meetings when deemed necessary by the Chair. The location and time shall be established and communicated to the Executive Committee members at least twenty-four (24) hours in advance.
- G. The Executive Committee may refer matters brought before it to a standing committee or the Board.

Section 2. STANDING COMMITTEES

- A. **Audit and Finance Committee:** The Chair shall appoint an Audit and Finance Committee consisting of a minimum of three (3) Directors. The Committee, at the close of each fiscal year, or more often if deemed advisable, shall examine and audit the books and reports to the Board. The committee will also arrange for independent accountants to perform annually an audit of the books and accounts.

As soon as possible after October 1 of each year, the Audit and Finance Committee shall compile a budget of estimated expenses and income and submit it to the Board at the December meeting. As passed by the Board, with or without modification, this budget shall be the appropriation measure of the Chamber.

- B. **Nominating Committee:** The immediate past Chair of the Chamber shall serve as chair of the Nominating Committee along with a minimum of four (4) Directors as appointed by the present Chair of the Board. In the event of the inability of the immediate past Chair to serve, the Chair of the Board may appoint any past Chair to serve as chair of the Nominating Committee.
- C. **Other Standing Committees:** The Board shall authorize and define the power and duties of all other standing committees.
- D. **Quorums:** Fifty-one percent (51%) of the voting members of the Audit and Finance Committee shall constitute a quorum of that committee; seventy-five percent (75%) of the voting members of the Nominating Committee shall constitute a quorum of that committee. The majority of a quorum shall prevail on votes of the particular Committee, unless otherwise specified in these by-laws.

- E. The Chair of the Board shall appoint all standing committee members within thirty (30) days of taking office. The Chair of the Board shall fill any standing committee vacancy within thirty (30) days of such a vacancy.
- F. No action or resolution of any committee shall be binding upon or expressive of the views and positions of the Chamber unless approved by the Board.

Section 3. STANDING COUNCILS

- A. The Chamber shall have the following standing councils: Government Affairs and Economic Development Council, Small Business Council, Publicity and Events Council, and Membership Council. Each standing council will be chaired by a Council Chair designated by and serving at the pleasure of the Chair of the Board.
- B. The Board may create additional councils for a specific activity if the Board so desires. Such councils will be charged and appointed for a one (1) year period and will expire each December 31. The Chair of the Board will appoint an elected member of the Board as Council Chair of any such council and such other members as may be desirable.
- C. Meetings of councils may be called at any time by the Council Chair of such council on forty-eight (48) hours written notice to the members of the particular council.
- D. Members present at a council meeting shall constitute a quorum of the council. The majority of such a quorum shall prevail on votes of the particular council, unless otherwise specified in these by-laws.
- E. No council of the Chamber or any member thereof shall contract any debt that shall render the Chamber liable for payment of any sum in any manner.
- F. No action or resolution of any council, or member thereof, shall be binding upon or expressive of the views and positions of the Chamber unless approved by the Board.

Article VIII – Miscellaneous Provisions

Section 1. EXECUTIVE DIRECTOR – The Executive Director shall be employed by the Chamber and be responsible to the Board and serve at the pleasure of the Board. The Board may remove the Executive Director with or without cause. The Executive Director shall perform such functions and duties as may be delegated by the Board of Directors through the Chair. The Executive Director shall have charge, in accordance with the policies of the Board of Directors, of the Chamber’s management, except for management of the Audit and Finance Committee. Upon advice and counsel of the Chair and the Executive Committee, the Executive Director shall appoint and fix the number and compensation of other employees of the Chamber and shall have authority to dismiss any such employees. The Executive Director may expend monies without formal Board

and/or Executive Committee approval, as long as the expenditure is contained within the approved budget.

Section 2. SURETY BONDS – Surety bonds of recognized surety companies shall be furnished by officers and employees as directed by the Board or Executive Committee. The expense for the same is to be borne by the Chamber.

Section 3. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS – Except for conduct constituting gross negligence, or intended to cause harm, and/or otherwise criminal in nature, the Chamber shall indemnify any person made, or threatened to be made, a party to any action or proceeding, by reason of the fact that such person is or was a Director, Officer, or employee of the Chamber, or serves or served the Chamber in any capacity at the request of the Chamber and the Chamber may advance its related expense, to the fullest extent permitted by law. This section shall not apply, however, to any action or proceeding brought by the Chamber against a Director, Officer, employee, or one serving the Chamber in any other capacity.

Section 4. FISCAL YEAR – The fiscal year shall end the thirty-first (31) day of December.

Section 5. PARLIAMENTARY PROCEDURE – The proceedings of the Chamber’s meetings shall be governed by and in accordance with the latest edition of Roberts Manual of Parliamentary Rules.

Section 6. BY-LAW AMENDMENTS – These by-laws may be amended or altered by a two-thirds (2/3) vote of those present at any regular meeting or special meeting of the membership of the Chamber, provided notice of the proposed changes shall have been given through either US mail to the member’s last known post office address or email to the member’s last known email address at least ten (10) days prior to the meeting. These by-laws may be amended by the following procedure: The Chair shall appoint a By-Laws Committee consisting of a minimum of four (4) directors to review any proposed changes, and if applicable, present those changes in a completed document with the appropriate paragraphs highlighted, page by page, to the board for its approval and recommendation for passage of the completed document by the membership at the Annual Meeting by a two-thirds (2/3) vote of those members present or through proxy votes as described in Article III. Section 5. C.

Section 7. CONFLICT OF INTEREST – The Board of Directors shall, by resolution, adopt a Conflict of Interest Policy and shall authorize the Chair to establish appropriate procedures for the implementation and enforcement thereof.

Section 8. DISSOLUTION – The Chamber shall use its funds only to accomplish the objective and purposes specified in these by-laws, and no part of said funds shall inure or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.